

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Shop Vac Corporation		12/17/2002	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Administrative Agent
Street Address:	201 S. College Street
Internal Address:	CP-8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288-0680
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	76656117	SAFARI
Serial Number:	76654464	CARMASTER
Serial Number:	76654465	VAC 'N VAC BY SHOP · VAC WET/DRY UTILITYVAC
Serial Number:	78812248	SHOP CAN
Serial Number:	76657037	DOMESTICA
Serial Number:	76656728	TRUCK MASTER

CORRESPONDENCE DATA

Fax Number: (919)416-8339

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 919 286-8049

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

OP \$165.00 76656117

900049173

TRADEMARK
REEL: 003310 FRAME: 0877

Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 512485.1088NGSITSHOVACJES

NAME OF SUBMITTER: John E. Slaughter

Signature: /John E. Slaughter/

Date: 05/17/2006

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 17, 2002 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARK APPLICATIONS

See attached Schedule A.

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark application.

Very truly yours,

SHOP VAC CORPORATION,
a New Jersey corporation

By: David A. Grill
Name: David A. Grill
Title: Senior Vice President and
Chief Financial Officer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: Richard E. Anglin, III
Title: Vice President

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark application.

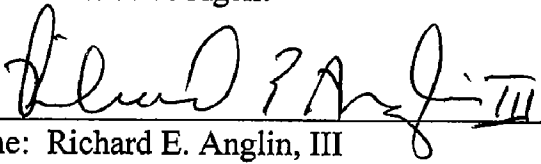
Very truly yours,

SHOP VAC CORPORATION,
a New Jersey corporation

By: _____
Name: David A. Grill
Title: Senior Vice President and
Chief Financial Officer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: Richard E. Anglin, III
Title: Vice President

Schedule A

**Shop Vac Corporation
(New Jersey Corporation)**

U.S. Trademarks

Pending Applications

Mark	Application No.	Filing Date
SAFARI	76656117	03/06/06
CARMASTER & DESIGN	76654464	02/02/06
VAC'N VAC & DESIGN	76654465	02/02/06
SHOP CAN	78812248	02/10/06
DOMESTICA	76657037	03/21/06
TRUCK MASTER	76656728	03/16/06

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